SAUER JON W Form 4 March 04, 2010

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

SAUER JON W

1. Name and Address of Reporting Person *

| | | | APACH | E CORP | [APA] | | | (Che | eck all applicabl | e) | |
|---------------------------------------|--------------------------------------|----------------|-----------------------------------|---------------------------------------|-------------------------------------|------------------------------------|------------|--|--|---|--|
| (Last) | (First) (N | Middle) | 3. Date of Earliest Transaction | | | | | | | | |
| 2000 POST OAK BOULEVARD, SUITE 100 | | | (Month/Day/Year) 03/02/2010 | | | | | Director 10% Owner _X_ Officer (give title Other (specify below) Vice President | | | |
| | (Street) | | 4. If Amer | ndment, Da | te Origina | 1 | | 6. Individual or | Joint/Group Fili | ng(Check | |
| HOUSTON | TV 77054 | | Filed(Mon | th/Day/Year |) | | | Applicable Line) _X_ Form filed by Form filed by | One Reporting Po | | |
| HOUSTON, | , 1A //030 | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-E | erivative | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Executi any | emed on Date, if /Day/Year) | 3. Transacti Code (Instr. 8) | 4. SecuronAcquire Dispose (Instr. 3 | ed (A) of ed of (E), 4 and (A) or |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Stock (1) | 03/02/2010 | | | M(2) | 834 | A | \$ 0 | 16,570 | D | | |
| Common Stock (1) | | | | | | | | 4,409.035 | I | Held by trustee of 401(k) plan | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration I (Month/Day | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------|----------------------------|--|---------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units (3) | \$ 0 | 03/02/2010 | | M | 834 | (2) | (2) | Common Stock (1) | 834 | |
| Phantom Stock Units (3) | \$ 0 | 03/02/2010 | | F | 278.301 | 3 (4) | <u>(4)</u> | Common Stock (1) | 278.3013 | |
| Phantom Stock Units (3) | \$ 0 | 03/02/2010 | | D | 0.9038 | (5) | (5) | Common Stock (1) | 0.9038 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

SAUER JON W 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056

Vice President

Signatures

Cheri L. Peper, Attorney-in-Fact 03/04/2010

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not currently exercisable or separately tradable and presently are evidenced by certificates for shares of the common stock. Value attributable to such Rights, if any, is reflected in the market price of the common stock.
- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan, as of 03/01/2010.

 Data provided by the plan administrator on 03/02/2010.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 03/01/2010 data provided by the plan administrator on 03/02/2010.

(5)

Reporting Owners 2

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Exempt transaction - disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 03/01/2010 - data provided by the plan administrator on 03/02/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.